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**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:

USA Commercial Mortgage Company,

Debtor.

Case No. BK-S-06-10725-LBR

Chapter 11

**Declaration of Geoffrey L. Berman In  
Support Of Third Motion To Extend The  
USACM Liquidating Trust's Scheduled  
Termination Date**

**Date: February 4, 2014**

**Time: 9:30 a.m.**

**Estimated Time for Hearing: 10 minutes**

Geoffrey L. Berman declares under penalty of perjury:

1. I am an adult person competent to testify in court.
2. I make this declaration based upon my personal knowledge, and upon the records of USA Commercial Mortgage Company ("USACM").
3. I am the Trustee of the USACM Liquidating Trust ("USACM Trust"), which is an entity created by the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization, in the jointly-administered bankruptcy cases, *In re USA Commercial Mortgage Company*, BK-S-06-10725-LBR, pending in the United States Bankruptcy Court for the District of Nevada.

4. In accordance with the Estate Administration and Liquidating Trust Agreement and Declaration of Trust<sup>1</sup>), the USACM Trust was scheduled to terminate on March 12, 2012. That date was extended to March 12, 2013, by the Order Granting Motion to Extend the USACM Liquidating Trust's Scheduled Termination Date [DE 9744]. That date was further extended to March 12, 2014 by the Order Granting Second Motion to Extend the USACM Liquidating Trust's Scheduled Termination Date [DE 9867].

5. Since being appointed as the Trustee of the USACM Trust, I have executed my fiduciary duties and responsibilities as Trustee to the best of my ability and with expediency in order to fulfill the USACM Trust's purpose to liquidate and distribute USACM Trust assets for the benefit of the beneficiaries.

6. Despite these efforts, I do not believe that the USACM Trust's purpose of liquidating and distributing assets to beneficiaries can be completed before the March 12, 2014 scheduled termination. This conclusion is based on the Trust's continuing efforts to collect on servicer advances and servicing fees on a servicer advance approved by the Oversight Committee to Placer County Land Speculators (with at least \$1 million at stake); three term insurance policies on Thomas Hantges' life; and upwards of \$10 million of judgments it has obtained through litigation against various defendants since the inception of the Trust which the Trust continues to try to collect upon.

7. I believe that extending the termination of the USACM Trust from March 12, 2014 to March 14, 2016 would be in the best interests of the beneficiaries and necessary to achieve the USACM Trust's primary purpose.

8. I believe this additional time should allow the USACM Trust to dispose of the Trust's remaining assets before final liquidation and winding up.

9. I consulted with the USACM Liquidating Trust Committee members regarding this extension during a duly noticed Committee meeting held telephonically on

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<sup>1</sup> A copy of the Trust Agreement was attached as Exhibit A to the Second Motion to Extend the USACM Liquidating Trust's Scheduled Termination Date [DE 9854].

1 December 23, 2013 and the Trust Committee consented to the requested extension, with  
2 the understanding that the Trust Committee may direct earlier termination of the Trust in  
3 its discretion.

4 I make this declaration under penalty of perjury of the laws of the United States of  
5 America on December 30, 2013.

6  
7 By /s/ Geoffrey L. Berman

8 Geoffrey L. Berman

9 Trustee  
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